

June 18, 2021

**BSE Limited**  
**Email : [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)**

**National Stock Exchange of India Limited**  
**Email : [compliance@nse.co.in](mailto:compliance@nse.co.in),  
[takeover@nse.co.in](mailto:takeover@nse.co.in)**

**Through: BSE Listing Center**  
**Scrip Code: 516072**

**Through: NEAPS**  
**Scrip Symbol: VISHNU**

**Notice of the 28<sup>th</sup> Annual General Meeting ('AGM') of the Company for FY 2020-21 as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Dear Sir,

Further to our letters dated May 19, 2021 and May 28, 2021, pursuant to Regulation 30 SEBI Listing Regulations, attached herewith is the Notice and Explanatory Statement of the 28<sup>th</sup> AGM of the Company to be held on Monday, July 12, 2021 at 11.00 a.m. (IST) via Video Conference / Other Audio Visual Means. The said Notice forms part of the Integrated Annual Report 2020-21.

Kindly take the same on record and disseminate.

Thanking You.

Yours faithfully,

**For Vishnu Chemicals Limited**



**Company Secretary &  
AGM-Legal**

**Encl: As above**



CIN: L85200TG1993PLC046359

Regd. Off: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 033

Tel: 040-23396817, 23327723/ 29; Fax: 040-23314158

Website: www.vishnuchemicals.com; Email: investors@vishnuchemicals.com

## NOTICE OF TWENTY EIGHTH (28<sup>th</sup>) ANNUAL GENERAL MEETING OF VISHNU CHEMICALS LIMITED

**NOTICE** is hereby given that the Twenty Eighth (28<sup>th</sup>) Annual General Meeting of the members of Vishnu Chemicals Limited ('VCL') will be held on Monday, July 12, 2021 at 11.00 a.m. IST via two-way video conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

### ORDINARY BUSINESS

- a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To declare dividend of ₹ 1/- per equity share of ₹ 10/- each (10%) for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Ch. Krishna Murthy (DIN: 00030274), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Jampani & Associates, Chartered Accountants (FRN - 016581S), Hyderabad as statutory auditors of the Company for second term.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 ('the Rules') including any statutory modification(s) or re-

enactment(s) thereof for the time being in force, M/s. Jampani & Associates, Chartered Accountants (FRN - 016581S), Hyderabad, retiring auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Twenty Eighth (28<sup>th</sup>) Annual General Meeting until the conclusion of Thirty Third (33<sup>rd</sup>) Annual General Meeting at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes."

### SPECIAL BUSINESS

5. To appoint Mr. Tirthankar Mitra (DIN: 02675454) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Tirthankar Mitra (DIN: 02675454) who was appointed as an Additional Director of the Company with effect from August 14, 2020 by the Board and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), but who is eligible for appointment, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the appointment of Mr. Tirthankar



Mitra (DIN: 02675454), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two (2) years commencing from August 14, 2020 to August 13, 2022 (both days inclusive), be and is hereby approved."

**6. To appoint Mr. Chetan Navinchandra Shah (DIN: 08038633) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** Mr. Chetan Navinchandra Shah (DIN: 08038633) who was appointed as an Additional Director of the Company with effect from February 12, 2021 by the Board and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), but who is eligible for appointment, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the appointment of Mr. Chetan Navinchandra Shah (DIN: 08038633), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two (2) years commencing from February 12, 2021 to February 11, 2023 (both days inclusive), be and is hereby approved."

**7. To re-appoint Mr. Siddhartha Cherukuri (DIN: 01250728) as a Joint Managing Director of the Company for a further term of five years.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for re-appointment of Mr. Siddhartha Cherukuri (DIN: 01250728) as a Joint Managing Director of the Company for a further term of five (5) years with effect from May 2, 2021 till May 1, 2026 at a remuneration as detailed below:

**I. Salary**

Salary shall not be less than ₹ 48,00,000/- (Rupees Forty Eight Lakhs only) per annum and the said salary may progressively go up based on his performance and industry trends to ₹ 72,00,000/- (Rupees Seventy Two Lakh only) per annum notwithstanding the limits provided under section 196, 197 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**II. Perquisites**

Perquisites as follows will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

- a. Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the company.
- b. Leave Travel Concession / allowance: For self and family, once in a year in accordance with the rules of the company/ rules of Income Tax Act, 1961.
- c. Club Fees: Fees of Club payable as per the rules of the company.
- d. Car Use of fully maintained company's car with chauffeurs and fuel reimbursement.
- e. Telephone Reimbursement of residential telephone bills at actual (Use of telephone for official purpose shall not be considered as perquisite) and Use of one mobile phone for official purpose.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary, expedient, usual or desirable in this regard to implement this resolution."

#### 8. Ratification of Remuneration of Cost Auditors.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof], and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the maximum remuneration of ₹ 60,000/- plus taxes, travel and out-of-pocket expenses incurred in connection with the cost audit payable to M/s. Kapardhi & Associates, Cost Accountant, Hyderabad (Registration No. 100231), who were appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

#### NOTES:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
- The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Mr. Ch. Krishna Murthy, Mrs. Ch. Manjula and Mr. Ch. Siddhartha are relatives of each other as defined under Section 2(77) of the Companies Act, 2013.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction



on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM forms part of this notes.

5. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to ldreddy2016@gmail.com with a copy marked to investors@vishnuchemicals.com
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with aforementioned MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent (RTA)/ Depositories as at the end of the day on Friday, June 11, 2021. The Notice convening the 28<sup>th</sup> AGM has been uploaded on the website of the Company at www.vishnuchemicals.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

#### **8. Process for registering/ updating e-mail address and mobile number:**

The following procedure shall be followed in case shares are held in physical form:

- a) Visit the link: <https://bigshareonline.com/InvestorRegistration.aspx#AdvdTrack#>
- b) Select the company name from the drop down box
- c) Enter your name as per the share certificate, physical folio number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers; and the above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by SEBI.

- d) Also enter your valid e-mail address and mobile number and click on generate OTP, an OTP shall be sent to mobile no. for verification. Once OTP is validated, the details can be submitted by verifying the declaration.
- e) The system will then confirm the successful registration of email id and mobile number.

The above submitted email id and mobile number shall be used for sending notices, annual report and all other correspondence from time to time to the shareholders including for participating in evoting of this AGM.

In case of shares held in electronic/demat form, the shareholders are requested to update/ register their mail id and mobile no. with their respective depository participants. However, for the limited purpose of receiving the company's 28<sup>th</sup> Annual Report and notice of 28<sup>th</sup> Annual General Meeting and to participate in e-voting, the Company enabled the process of updating/ modifying and changing their email id and mobile no. on temporary basis by following the above procedure as provided to physical shareholders.

After successful submission of the e-mail address, on request from the shareholder, RTA will e-mail a copy of this AGM Notice and Annual Report for FY 2020-21. In case of any queries, members may write to bsshyd1@bigshareonline.com or investors@vishnuchemicals.com.

Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated from time to time with their respective DPs/ RTA to enable servicing of notices/ documents/Annual Reports and other communications electronically to their e-mail address in future.

**Alternatively, Members may also send an e-mail request to bsshyd1@bigshareonline.com or to investors@vishnuchemicals.com along with the following documents for registration of e-mail addresses for e-voting for the resolutions set out in this 28<sup>th</sup> AGM Notice:**

- In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
- In case shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), name, client master

or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card. Please note that the registration of email id and mobile no. for shareholders holding shares in Demat will be used only for limited purpose of 28<sup>th</sup> AGM.

#### 9. Record Date, Book Closure and Dividend:

- a) The Company has fixed **Friday, July 2, 2021** as the '**Record Date**' for determining entitlement of members to dividend for the financial year ended March 31, 2021, if approved at the AGM.
  - b) The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, July 3, 2021 to Monday, July 12, 2021 (both days inclusive).
  - c) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be paid within 30 days from the date of AGM as under:
    - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Friday, July 2, 2021;
    - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the closure of business hours on Friday, July 2, 2021.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-logging of transfer deeds and the shares that are re-logged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's

Registrars and Transfer Agents, M/s. Bigshare Services Pvt. Ltd (BSPL), 306, Right Wing, 3<sup>rd</sup> Floor, Amrutha Ville, Opp.Yashoda Hospital, Somajiguda, Raj bhavan Road, Hyderabad – 500082, India, Email Id: bsshyd1@bigshareonline.com, www.bigshareonline.com ("RTA" or "Registrar") for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's Website <https://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88>

11. Pursuant to Finance Act, 2020 dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to investors@vishnuchemicals.com/ bsshyd1@bigshareonline.com by 11:59 p.m. IST on June 30, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to investors@vishnuchemicals.com/ bsshyd1@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on June 30, 2021. For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available on the Company's website at '**Communication on Tax Deduction on Dividend**'
12. Updation of bank mandate for receiving dividends directly in bank account through Electronic Clearing System or any other electronic means in a timely manner:

**Shares held in physical form:** Members are requested to send a scanned copy of the following details/documents at bsshyd1@bigshareonline.com/ investors@vishnuchemicals.com latest by June 30, 2021:



- a) signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
  - i) Bank Name and Branch of Bank, Bank Account type and 11 digit IFSC Code;
  - ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
- b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) self-attested scanned copy of the PAN Card; and
- d) self-attested scanned copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants (DP).

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form,

will not be automatically applicable to the dividend paid on shares held in electronic form.

13. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other technical reasons like change in IFSC, inactive account etc., the Company shall dispatch the dividend warrant/bankers' cheque/demand draft to such members through postal or courier services to their registered address.
14. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to Registrar/respective DPs as may be applicable. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
15. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, shall, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). **Further, shares on which the dividends remain unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.** Hence, members who have not claimed/ encashed their dividend warrant for respective financial years are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due dates mentioned hereunder:

S.No.	Dividend Accounts	Date of declaration	Due date to transfer to IEPF
1	Unpaid (interim) Dividend Account 2014-15	14.11.2014	25.12.2021
2	Unpaid Dividend Account 2014-15	29.06.2015	31.07.2022
3	Unpaid (interim) Dividend Account 2015-16	16.03.2016	18.04.2023
4	Unpaid Dividend Account 2017-18	24.09.2018	05.11.2025
5	Unpaid Dividend Account 2018-19	27.06.2019	30.08.2026
6	Unpaid Dividend Account 2019-20	14.08.2020	14.10.2027

16. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier

nomination and record a fresh nomination, he may submit the same in Form SH-14 through their registered email id. The said forms can be downloaded from the Company's website at <https://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88> or <https://bigshareonline.com/Resources.aspx> Members are

requested to submit the said form to their respective DPs in case the shares are held in electronic form and to the Registrar at [bsshyd1@bigshareonline.com](mailto:bsshyd1@bigshareonline.com) in case the shares are held in physical form, quoting your folio no.

17. Consolidation of Physical Share Certificates: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before July 9, 2021 through e-mail on [investors@vishnuchemicals.com](mailto:investors@vishnuchemicals.com). The same will be replied by the Company suitably.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
20. Details of Unclaimed Shares: The Company doesn't have any shares remaining unclaimed in the unclaimed suspense account.
- 21. INTRUCTIONS FOR REMOTE E-VOTING & E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

#### **A. VOTING THORUGH ELETRONIC MEANS:**

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 28<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by CDSL.

- ii. **The remote e-Voting period commences on Friday, July 9, 2021 at 9.00 a.m. (IST) and ends on Sunday, July 11, 2021 at 5.00 p.m. (IST).** The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. as of the close of business hours on Friday, July 2, 2021.

- iii. Members of the Company holding shares either in physical form or in electronic form **as of the close of business hours on Friday, July 2, 2021 i.e. cut-off date** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-Voting before the AGM as well as remote e-Voting during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holds shares as on the cut-off date i.e. as of the closure of business hours on Friday, July 2, 2021, may obtain a copy of AGM Notice by sending a request to [bsshyd1@bigshareonline.com](mailto:bsshyd1@bigshareonline.com) or can also be downloaded from the Company's website [www.vishnuchemicals.com](http://www.vishnuchemicals.com) and participate in remote e-voting or e-voting at AGM by following the instructions provided herein.

#### **iv. Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@vishnuchemicals.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- v. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again. members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- vi. M/s. L.D.Reddy & Co., Company Secretaries, Hyderabad has been appointed as the Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- The details of the process and manner for remote e-voting are explained herein below:
- i) Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**
- Pursuant to SEBI circular no. SEBI/HO/ CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
- Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

### II) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode & shareholders holding securities in physical mode:

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID.
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 character DP ID followed by 8 digits Client ID.
  - c. Shareholders holding shares in physical form should enter folio number registered with the Company.
- 4) Next enter the image verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

#### For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank details or Date of Birth (DOB)	Enter the Dividend bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
  - 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - 10) Click on the EVSN of Vishnu Chemicals Limited
  - 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
  - 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM except on the resolutions which couldn't be voted during the remote e-voting.
  - 4) Members may join the meeting through laptops, smartphones, tablets and iPads for better experience. Further, members will be required to use internet with a good speed/ band to avoid buffering/ disconnections during the meeting. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
  - 5) Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at investors@vishnuchemicals.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior



to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@vishnuchemicals.com](mailto:investors@vishnuchemicals.com). These queries will be replied to by the company suitably by email.

- 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 7) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 8) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 9) During the AGM remote e-Voting module will be enabled for e-voting and the same will be open for 15 minutes after conclusion of the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### Other instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vishnuchemicals.com](http://www.vishnuchemicals.com). The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
3. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

**By Order of the Board**

Sd/-

**Kishore Kathri**

Company Secretary  
& AGM-Legal  
FCS - 9895

Hyderabad  
May 19, 2021

#### Registered Office:

Plot No. C-23, Road No. 8,  
Film Nagar, Jubilee Hills, Hyderabad – 500 033  
Tel: 040-23396817, 23327723/ 29;  
Email ID: [investors@vishnuchemicals.com](mailto:investors@vishnuchemicals.com)  
Website: [www.vishnuchemicals.com](http://www.vishnuchemicals.com)

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following explanatory statement set out all material facts relating to the business mentioned under Item nos. 4-8 of the accompanying Notice of AGM.

### Item No. 4:

M/s. Jampani & Associates, Chartered Accountants (FRN - 016581S), Hyderabad were appointed as statutory auditors of the company by the Board at its meeting held on August 6, 2016 for an initial term of five (5) years i.e. from 23<sup>rd</sup> Annual General Meeting (AGM) till conclusion of 28<sup>th</sup> Annual General Meeting of the Company in terms of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) and the same was approved by the members at 23<sup>rd</sup> AGM held on September 28, 2016 and the said initial term ends on conclusion of ensuing 28<sup>th</sup> AGM.

In view of the above, based on the recommendations of Audit Committee the Board at its meeting held on May 19, 2021 approved re-appointment M/s. Jampani & Associates, Chartered Accountants (FRN - 016581S), Hyderabad as statutory auditors of the company for second term of five (5) years i.e. from the date of 28<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> AGM to be held in year 2026 at such remuneration as agreed between the Board and Auditors in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes, and recommended for approval of the shareholders under section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

### Item No. 5 & 6:

During the financial year, based on the recommendations of Nomination and Remuneration Committee, Mr. Tirthankar Mitra (DIN: 02675454) & Mr. Chetan Navinchandra Shah (DIN: 08038633) were appointed as Additional Directors (for Independent Director category) of the Company by the Board at its meeting held on August 14, 2020 & February 12, 2021, respectively, with immediate effect under the provisions of section 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 and are entitled to hold office up to the date of 28<sup>th</sup> Annual General Meeting of the Company.

The Company has received a declaration from Mr. Mitra and Mr. Shah on them being eligible for appointment as Independent Director. Further, they have provided consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from both of them confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). Mr. Mitra & Mr. Shah are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013. In opinion of the Board, both fulfill the conditions specified in the Companies Act, 2013 & Listing Regulations and are independent of the management.

The names of companies and the committees in which the director is a director/member, the letter of appointments and terms and conditions of the appointments are available for inspection at the registered office of the company during normal business hours (9:30 am to 5:00 pm) on any working day, except Saturday, up to and including the date of AGM of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI) are set out in the Annexure to the Explanatory Statement.

Except the directors (including relatives) being appointed in terms of the said resolutions, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the Resolution at Item Nos. 5 & 6 of the accompanying Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 5 & 6 of the Notice for approval of the Members.

### Item No. 7:

Mr. Siddhartha Cherukuri (DIN: 01250728) was originally appointed as a Director on June 2, 2006 subsequently in year 2016 based on the recommendations of the Nomination & Remuneration Committee, the Board at its meeting held on May 2, 2016 appointed him as a Joint Managing Director (JMD) of the Company for a term of five (5) years from May 2, 2016. His appointment as JMD was approved by the shareholders by passing special resolution under the provisions of section 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder at 23<sup>rd</sup> Annual General Meeting and the said approved term expired on May 1, 2021.



Mr. Siddartha being at helm of the company for more than a decade is playing a vital role in formulating business strategies and effective implementation of the same, also spearheaded expansion and focused on developing flexible product mix among various specialty chemicals. His leadership abilities have been instrumental in leading the core team of the company. Considering his contribution in the growth of the business and overall marketing and business development activities, the Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC), has decided to re-appoint Mr. Siddartha Cherukuri as Joint Managing Director of the Company for a further period of 5 (five) years effective from May 2, 2021 on a remuneration as set out in the resolution proposed under this item of the Notice, at its meeting held on April 23, 2021. In this regard, Shareholders' approval is being sought through a special resolution pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") in respect of payment of remuneration to the executive directors. In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, Listing Regulations including Regulation 17(6)(e) and other applicable provisions of Listing Regulations and on the recommendation made by the NRC at its meeting held on April 23, 2021, the Board of Directors of the Company at its meeting held on April 23, 2021, have approved the payment of minimum remuneration to Mr. Siddartha, comprising of salary and benefits as per Schedule V of the Companies Act, 2013, for a period of three (3) years, with effect from May 2, 2021, subject to other approvals if any required, in the absence of or inadequacy of profits in any financial year(s) during such period. This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Siddartha as a Joint Managing Director of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Siddartha is not disqualified from being reappointed as a Joint Managing Director in terms of Section 164 read with Schedule V of the of the Act and has given his consent to act as a Joint Managing Director of the Company. The Company has also received a declaration to the effect that he is not debarred from holding the office of Directorship by virtue of any SEBI order or any other authority. He also satisfies all the

conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible to be re-appointed.

Except himself, Mr. Ch. Krishna Murthy, Managing Director and Mrs. Ch. Manjula, Non-Executive Director of the company and their relatives, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP is concerned or interested either financially or otherwise in the Resolution at Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

#### **Item No. 8:**

On recommendations of the Audit Committee, the Board at its meeting held on May 19, 2021 approved re-appointment of M/s. Kapardhi & Associates, Cost Accountant, (Registration No. 100231), Hyderabad, to conduct the audit of the cost records of the Company on a remuneration not exceeding ₹ 60,000/- (Rupees Sixty Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses) for the financial year ending March 31, 2022.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the Resolution at Item Nos. 8 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the Members.

**By Order of the Board**

Hyderabad  
May 19, 2021

Sd/-  
**Kishore Kathri**  
Company Secretary  
& AGM-Legal  
FCS - 9895

**Annexure to the explanatory statement pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI, information about the Directors proposed to be appointed / re-appointed is furnished below:**

Name of the Director	Mr. Ch. Krishna Murthy	Mr. Ch. Siddhartha	Mr. Tirthankar Mitra	Mr. Chetan Navinchandra Shah
Director Identification Number (DIN)	00030274	01250728	02675454	08038633
Nationality	Indian	Indian	Indian	Indian
Date of birth	July 1, 1957	May 12, 1985	October 18, 1955	January 30, 1963
Age	64 years	36 years	66 years	58 years
Qualification	He holds Master's degree in Business and Administration specialized in Marketing.	He holds MS in Biotechnology from Northumbria University & MBA from Saginaw University.	He is a Chemical Engineer from Indian Institute of Technology (IIT), Kharagpur in the year 1978.	He is academically an MBA from University of Paisley, Scotland, UK. He is an alumnus of IIM - Ahmedabad, NIM College of Commerce & Economics, Mumbai
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Murthy is a first generation entrepreneur and is a founder, promoter and one of the key architects in developing & transforming the organization from single product to multi products manufacturing through his commitment. He has three decades of rich experience in specialty chemical and logistic industry.	Mr. Siddhartha being at helm of the company for more than a decade, is playing a vital role in developing & formulating business strategies & effective implementation of the same, also spearheaded unit expansion and focused on developing flexible product mix among various specialty chemicals. His leadership abilities have been instrumental in leading the core team of the company.	Mr. Tirthankar Mitra is a prestigious institute Indian Institute of Technology, Kharagpur in the year 1978 and was honoured with Silver Medal for getting 1st rank in Chemical Engineering. He has around four decades of professional expertise in Design, Operation & Management, Process Engineering, Project Management, Innovation, Cost Saving and Business turnaround plans, of Chemical units. During his tenure, he worked in various capacities including Executive Director, Director in Charge of Various speciality chemicals manufacturing companies.	He has an experience of over three decades in Capital Markets and Financial Planning; He got expertise in the fields of Asset Allocation, Wealth Management Services, Securities Business, Institutional Sales & Investment Solutions, Business Owners Advisory and Financial Planning etc., During his tenure, he worked in various capacities at BNP Paribas WM India and his last position held was Senior Director & Team Leader at BNP Paribas WM India.
Date of first Appointment on the Board of the Company	January 2, 2006	January 2, 2006	August 14, 2020	February 12, 2021
Shareholding in the Company	6219790 equity shares of ₹ 10/- each (52.07%) & 71121750 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (92.80%)	1125668 equity shares of ₹ 10/- each (9.42%) & 244500 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (0.32%)	Nil	Nil
List of Directorship held in other companies	a. K.M.S. Infrastructure Limited	a. Vishnu Barium Private Limited b. Vishnu Lifesciences Limited	a. Vishnu Barium Private Limited	a. Focus Lightings & Fixtures Ltd
Membership / Chairmanship in Committees of other companies as on date*	Nil	Nil	Nil	Member of Audit Committee and Stakeholders Relationship Committee
Relationships between Directors inter-se	Relative of Mrs. Ch. Manjula, Non-Executive Director and Mr. Ch. Siddhartha, Joint Managing Director of the company.	Relative of Mr. Ch. Krishna Murthy, Managing Director and Mrs. Ch. Manjula, Non-Executive Director of the company.	Nil	Nil

\*Only two Committees namely, Audit Committee and Stakeholders' Relationship Committee have been considered.

†For other details such as number of meetings of the Board of Directors attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this annual report.